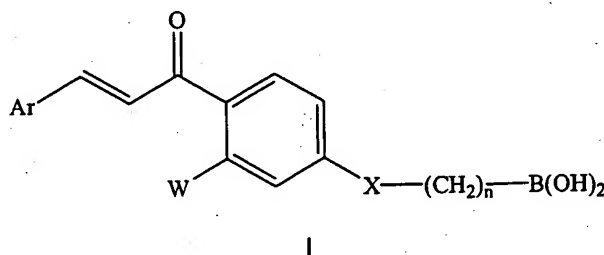


CLAIMS

What is claimed is:

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1. A compound including resolved enantiomers, diastereomers, solvates and pharmaceutically acceptable salts thereof, said compound
 5 having the Formula (I):

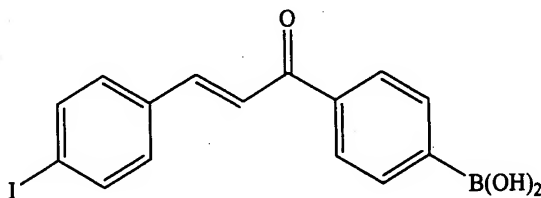


where:

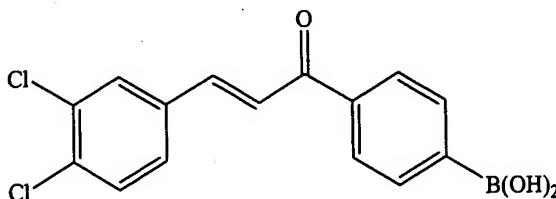
- Ar is aryl or heteroaryl, each of which may be unsubstituted or
 10 substituted with a substituent selected from the group consisting of F, Cl, Br, I, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -OR¹, Z_n -NO₂, Z_n -CN, Z_n -CO₂R¹, Z_n -(C=O)R¹, Z_n -O(C=O)R¹, Z_n -O-alkyl, Z_n -OAr, Z_n -SH, Z_n -SR¹, Z_n -SOR¹, Z_n -SO₂R¹,
 15 Z_n -S-Ar, Z_n -SOAr, Z_n -SO₂Ar, Z_n -Ar, Z_n -heteroaryl, Z_n -(C=O)NR¹R², Z_n -NR¹(C=O)R¹, Z_n -SO₂NR¹R², PO₃H₂, and SO₃H₂;
- W is H, Z_n -F, Z_n -Cl, Z_n -Br, Z_n -I, Z_n -CF₃, Z_n -NO₂, Z_n -OR¹, Z_n -NR¹R², Z_n -COOR¹, Z_n -SR¹, Z_n -(C=O)R¹, Z_n -O(C=O)R¹, Z_n -NR¹(C=O)R¹, Z_n -(C=O)NR¹, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl,
 20 heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl may be substituted or unsubstituted;
- 25 X is Z_n , Z_n -O, Z_n -S, Z_n -NR¹, Z_n -NR¹(C=O), Z_n -C=O, Z_n -OC(=O), or Z_n -C(=O)O;

- 5 R^1 and R^2 are independently H, an amine protecting group, an alcohol protecting group, an acid protecting group, a sulfur protecting group, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl may be substituted or unsubstituted,
- 10 or R^1 together with R^2 and N forms a saturated or partially unsaturated heterocycle ring having 1 or more heteroatoms in said ring, wherein said heterocycle may be substituted or unsubstituted and wherein said heterocycle may be fused to an aromatic ring;
- 15 Z is an alkylene having at least 1 carbon, or an alkenylene or alkynylene each having at least 2 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; and
- n is zero or any integer.

2. The compound of claim 1 having the structure

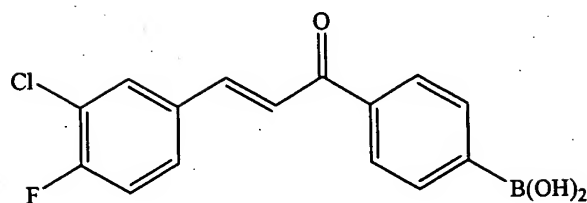


3. The compound of claim 1 having the structure

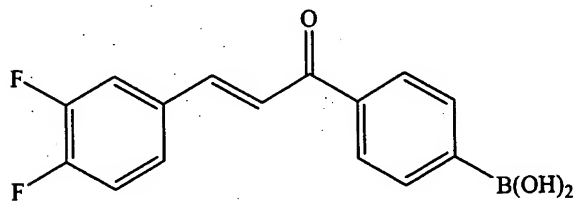


4. The compound of claim 1 having the structure

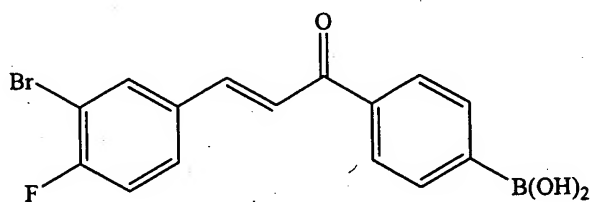
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5. The compound of claim 1 having the structure

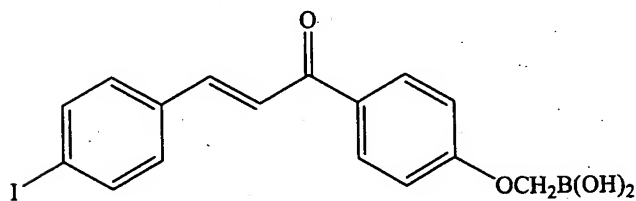


6. The compound of claim 1 having the structure

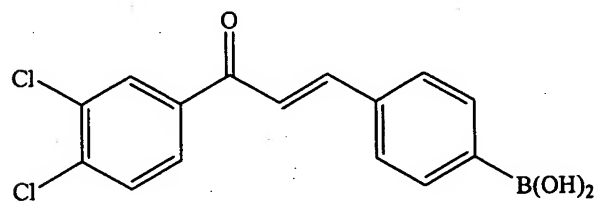


5

7. The compound of claim 1 having the structure

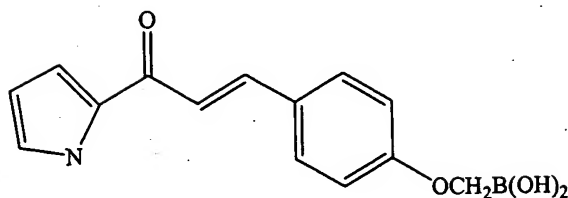


8. The compound of claim 1 having the structure

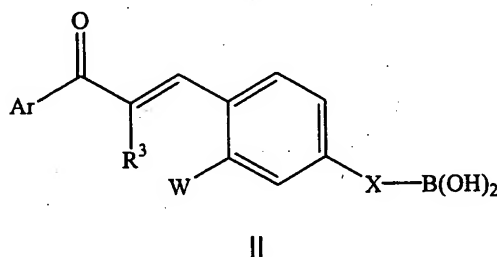


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9. The compound of claim 1 having the structure



10. A compound including resolved enantiomers, diastereomers, solvates and pharmaceutically acceptable salts thereof, said compound having the Formula (II):



5

where

Ar is aryl or heteroaryl, each of which may be substituted or unsubstituted;

10 W is H, $Z_n\text{-F}$, $Z_n\text{-Cl}$, $Z_n\text{-Br}$, $Z_n\text{-I}$, $Z_n\text{-CF}_3$, $Z_n\text{-NO}_2$, $Z_n\text{-OR}^1$, $Z_n\text{-NR}^1\text{R}^2$, $Z_n\text{-COOR}^1$, $Z_n\text{-SR}^1$, $Z_n\text{-(C=O)R}^1$, $Z_n\text{-O(C=O)R}^1$, $Z_n\text{-NR}^1\text{(C=O)R}^1$, $Z_n\text{-(C=O)NR}^1$, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, $Z_n\text{-cycloalkyl}$, $Z_n\text{-heterocycloalkyl}$, $Z_n\text{-Ar}$ or $Z_n\text{-heteroaryl}$, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, $Z_n\text{-cycloalkyl}$, $Z_n\text{-heterocycloalkyl}$, $Z_n\text{-Ar}$ or $Z_n\text{-heteroaryl}$ may be substituted or unsubstituted;

15

X is Z_n , $Z_n\text{-O}$, $Z_n\text{-S}$, $Z_n\text{-NR}^1$, $Z_n\text{-NR}^1\text{(C=O)}$, $Z_n\text{-C=O}$, $Z_n\text{-OC(=O)}$, or $Z_n\text{-C(=O)O}$;

20

R^1 and R^2 are independently H, an amine protecting group, an alcohol protecting group, an acid protecting group, a sulfur protecting group, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, $Z_n\text{-cycloalkyl}$, $Z_n\text{-heterocycloalkyl}$,

Z_n -Ar or Z_n -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl may be substituted or unsubstituted,

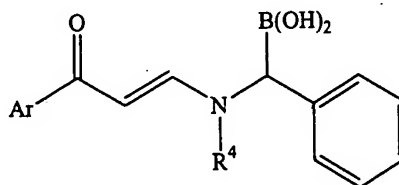
- 5 or R^1 together with R^2 and N forms a saturated or partially unsaturated heterocycle ring having 1 or more heteroatoms in said ring, wherein said heterocycle may be substituted or unsubstituted and wherein said heterocycle may be fused to an aromatic ring;

R^3 is an electron-withdrawing moiety;

- 10 Z is an alkylene having at least 1 carbon, or an alkenylene or alkynylene each having at least 2 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; and
 n = zero or any integer.

11. The compound of claim 10, wherein R^3 is fluoro, chloro, bromo, 15 iodo, NO_2 , NH_2 , CN, $SO_2 R^1$, $SO_2 Ar$, COOH, OAr, $COOR^1$, OR^1 , COR^1 , SH, SR^1 , OH, CF_3 , Ar, alkenyl, alkynyl or allyl, wherein said OAr, Ar, alkenyl, alkynyl and allyl may be optionally unsubstituted or substituted with an electron withdrawing moiety

12. A compound including resolved enantiomers, diastereomers, 20 solvates and pharmaceutically acceptable salts thereof, said compound having the Formula (III):



III

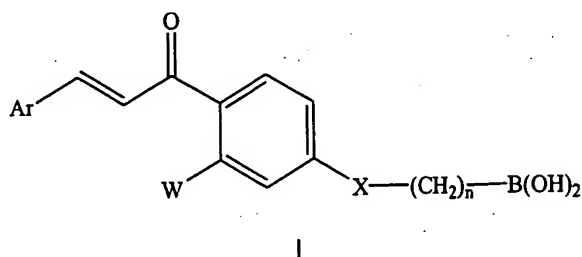
where

- 25 Ar is aryl or heteroaryl, each of which may be substituted or unsubstituted;

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- 5 R^4 is H, an amine protecting group, Z_n-OR^1 , Z_n-SR^1 , Z_n-NR^1 , $Z_n-NR^1(C=O)R^1$, $Z_n-C=OR^1$, $Z_n-OC(=O)R^1$, $Z_n-C(=O)OR^1$, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl may be substituted or unsubstituted;
- 10 R^1 is H, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, or Z_n -Ar or Z_n -heteroaryl may be substituted or unsubstituted,
- 15 Z is an alkylene having at least 1 carbon, or an alkenylene or alkynylene each having at least 2 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; and n is zero or any integer.

- 20 13. A method of treating a tumor or cancer in a patient in need thereof comprising administering to said patient an effective amount of a compound having the Formula (I):



where

- 25 Ar is aryl or heteroaryl, each of which may be substituted or unsubstituted;

W is H, $Z_n\text{-F}$, $Z_n\text{-Cl}$, $Z_n\text{-Br}$, $Z_n\text{-I}$, $Z_n\text{-CF}_3$, $Z_n\text{-NO}_2$, $Z_n\text{-OR}^1$, $Z_n\text{-NR}^1\text{R}^2$,
 $Z_n\text{-COOR}^1$, $Z_n\text{-SR}^1$, $Z_n\text{-(C=O)R}^1$, $Z_n\text{-O(C=O)R}^1$, $Z_n\text{-NR}^1\text{(C=O)R}^1$,
 $Z_n\text{-(C=O)NR}^1$, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl,
heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, $Z_n\text{-cycloalkyl}$,
5 $Z_n\text{-heterocycloalkyl}$, $Z_n\text{-Ar}$ or $Z_n\text{-heteroaryl}$, wherein said alkyl, allyl,
alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl,
alkoxy, heteroalkoxy, $Z_n\text{-cycloalkyl}$, $Z_n\text{-heterocycloalkyl}$, $Z_n\text{-Ar}$ or
 $Z_n\text{-heteroaryl}$ may be substituted or unsubstituted;

X is Z_n , $Z_n\text{-O}$, $Z_n\text{-S}$, $Z_n\text{-NR}^1$, $Z_n\text{-NR}^1\text{(C=O)}$, $Z_n\text{-C=O}$, $Z_n\text{-OC(=O)}$, or
10 $Z_n\text{-C(=O)O}$;

R^1 and R^2 are independently H, an amine protecting group, an alcohol
protecting group, an acid protecting group, a sulfur protecting group,
alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl,
heteroalkynyl, alkoxy, heteroalkoxy, $Z_n\text{-cycloalkyl}$, $Z_n\text{-heterocycloalkyl}$,
15 $Z_n\text{-Ar}$ or $Z_n\text{-heteroaryl}$, wherein said alkyl, allyl, alkenyl, alkynyl,
heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy,
heteroalkoxy, $Z_n\text{-cycloalkyl}$, $Z_n\text{-heterocycloalkyl}$, $Z_n\text{-Ar}$ or $Z_n\text{-heteroaryl}$
may be substituted or unsubstituted,

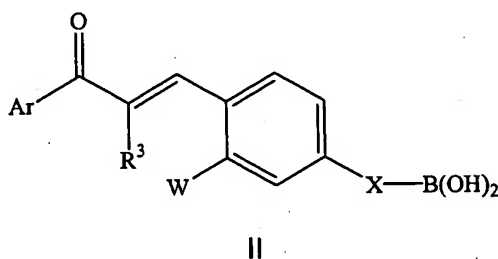
or R^1 together with R^2 and N forms a saturated or partially unsaturated
20 heterocycle ring having 1 or more heteroatoms in said ring, wherein
said heterocycle may be substituted or unsubstituted and wherein said
heterocycle may be fused to an aromatic ring;

Z is an alkylene having at least 1 carbon, or an alkenylene or
alkynylene each having at least 2 carbons, wherein said alkylene,
25 alkenylene, or alkynylene may be substituted or unsubstituted; and
n is zero or any integer.

14. The method of claim 13, wherein said tumor is selected from the
group consisting of breast, cervical, stomach, colon, bladder, rectal, liver,
pancreatic, lung, cervix uteri, corpus uteri, ovary, prostate, testis, renal,
30 brain/cns, head, neck, throat, anal and oral cancers, eye or ocular cancer,

skin melanoma, Ewing's Sarcoma, Kaposi's Sarcoma, basal cell carcinoma and squamous cell carcinoma, small cell lung cancer, mouth/pharynx, esophageal, larynx, kidney and lymphoma, acute lymphocytic leukemia, and acute myelogenous leukemia,

- 5 15. A method of treating a tumor or cancer in a patient in need thereof comprising administering to said patient an effective amount of a compound having the Formula (II):



10 where

Ar is aryl or heteroaryl, each of which may be substituted or unsubstituted;

15 W is H, Z_n-F, Z_n-Cl, Z_n-Br, Z_n-I, Z_n-CF₃, Z_n-NO₂, Z_n-OR¹, Z_n-NR¹R², Z_n-COOR¹, Z_n-SR¹, Z_n-(C=O)R¹, Z_n-O(C=O)R¹, Z_n-NR¹(C=O)R¹, Z_n-(C=O)NR¹, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl, Z_n-heterocycloalkyl, Z_n-Ar or Z_n-heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl, Z_n-heterocycloalkyl, Z_n-Ar or
20 Z_n-heteroaryl may be substituted or unsubstituted;

X is Z_n, Z_n-O, Z_n-S, Z_n-NR¹, Z_n-NR¹(C=O), Z_n-C=O, Z_n-OC(=O), or Z_n-C(=O)O;

25 R¹ and R² are independently H, an amine protecting group, an alcohol protecting group, an acid protecting group, a sulfur protecting group, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl, Z_n-heterocycloalkyl,

Z_n -Ar or Z_n -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl may be substituted or unsubstituted,

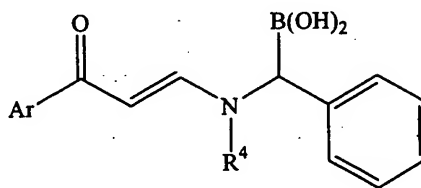
- 5 or R^1 together with R^2 and N forms a saturated or partially unsaturated heterocycle ring having 1 or more heteroatoms in said ring, wherein said heterocycle may be substituted or unsubstituted and wherein said heterocycle may be fused to an aromatic ring;

R^3 is an electron-withdrawing moiety;

- 10 Z is an alkylene having at least 1 carbon, or an alkenylene or alkynylene each having at least 2 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; and
 n = zero or any integer.

16. The method of claim 15, wherein said tumor is selected from the
15 group consisting of breast, cervical, stomach, colon, bladder, rectal, liver, pancreatic, lung, cervix uteri, corpus uteri, ovary, prostate, testis, renal, brain/cns, head, neck, throat, anal and oral cancers, eye or ocular cancer, skin melanoma, Ewing's Sarcoma, Kaposi's Sarcoma, basal cell carcinoma and squamous cell carcinoma, small cell lung cancer, mouth/pharynx,
20 esophageal, larynx, kidney and lymphoma, acute lymphocytic leukemia, and acute myelogenous leukemia.

17. A method of treating a tumor or cancer in a patient in need thereof comprising administering to said patient an effective amount of a compound having the Formula (III):



III

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where

Ar is aryl or heteroaryl, each of which may be substituted or unsubstituted;

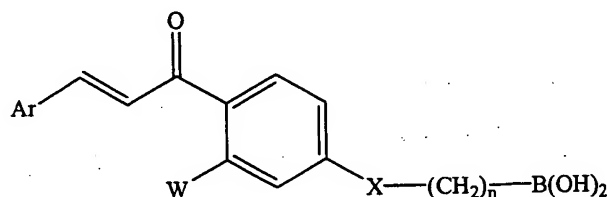
5 R^4 is H, an amine protecting group, Z_n-OR^1 , Z_n-SR^1 , Z_n-NR^1 , $Z_n-NR^1(C=O)R^1$, $Z_n-C=OR^1$, $Z_n-OC(=O)R^1$, $Z_n-C(=O)OR^1$, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, or Z_n -Ar or Z_n -heteroaryl may be substituted or unsubstituted;

15 R^1 is H, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl may be substituted or unsubstituted;

20 Z is an alkylene having at least 1 carbon, or an alkenylene or alkynylene each having at least 2 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; and n is zero or any integer.

18. The method of claim 17, wherein said tumor is selected from the group consisting of breast, cervical, stomach, colon, bladder, rectal, liver, pancreatic, lung, cervix uteri, corpus uteri, ovary, prostate, testis, renal, 25 brain/cns, head, neck, throat, anal and oral cancers, eye or ocular cancer, skin melanoma, Ewing's Sarcoma, Kaposi's Sarcoma, basal cell carcinoma and squamous cell carcinoma, small cell lung cancer, mouth/pharynx, esophageal, larynx, kidney and lymphoma, acute lymphocytic leukemia, and acute myelogenous leukemia.

19. A method of inhibiting MDM2 expression in a mammal, comprising administering an amount of a compound effective to inhibit said expression, said compound having the Formula (I):



5

where

Ar is aryl or heteroaryl, each of which may be substituted or unsubstituted;

10 W is H, Z_n -F, Z_n -Cl, Z_n -Br, Z_n -I, Z_n -CF₃, Z_n -NO₂, Z_n -OR¹, Z_n -NR¹R², Z_n -COOR¹, Z_n -SR¹, Z_n -(C=O)R¹, Z_n -O(C=O)R¹, Z_n -NR¹(C=O)R¹, Z_n -(C=O)NR¹, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl may be substituted or unsubstituted;

15

X is Z_n , Z_n -O, Z_n -S, Z_n -NR¹, Z_n -NR¹(C=O), Z_n -C=O, Z_n -OC(=O), or Z_n -C(=O)O;

20

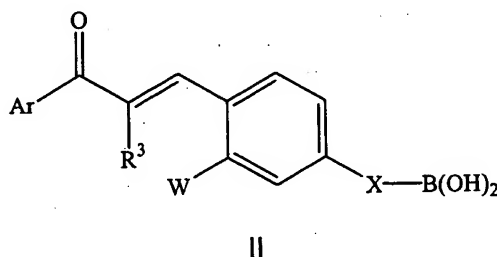
R¹ and R² are independently H, an amine protecting group, an alcohol protecting group, an acid protecting group, a sulfur protecting group, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl may be substituted or unsubstituted,

25

or R¹ together with R² and N forms a saturated or partially unsaturated heterocycle ring having 1 or more heteroatoms in said ring, wherein said heterocycle may be substituted or unsubstituted and wherein said heterocycle may be fused to an aromatic ring;

5 Z is an alkylene having at least 1 carbon, or an alkenylene or alkynylene each having at least 2 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; and n is zero or any integer.

20. A method of inhibiting MDM2 expression in a mammal,
10 comprising administering an amount of a compound effective to inhibit said expression, said compound having the Formula (II):



where

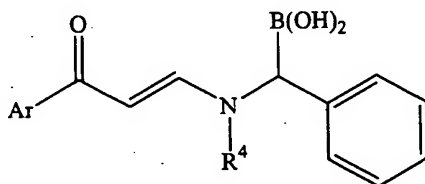
15 Ar is aryl or heteroaryl, each of which may be substituted or unsubstituted;

W is H, Z_n-F, Z_n-Cl, Z_n-Br, Z_n-I, Z_n-CF₃, Z_n-NO₂, Z_n-OR¹, Z_n-NR¹R², Z_n-COOR¹, Z_n-SR¹, Z_n-(C=O)R¹, Z_n-O(C=O)R¹, Z_n-NR¹(C=O)R¹, Z_n-(C=O)NR¹, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl, Z_n-heterocycloalkyl, Z_n-Ar or Z_n-heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n-cycloalkyl, Z_n-heterocycloalkyl, Z_n-Ar or Z_n-heteroaryl may be substituted or unsubstituted;

25 X is Z_n, Z_n-O, Z_n-S, Z_n-NR¹, Z_n-NR¹(C=O), Z_n-C=O, Z_n-OC(=O), or Z_n-C(=O)O;

- 5 R^1 and R^2 are independently H, an amine protecting group, an alcohol protecting group, an acid protecting group, a sulfur protecting group, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl may be substituted or unsubstituted,
- 10 or R^1 together with R^2 and N forms a saturated or partially unsaturated heterocycle ring having 1 or more heteroatoms in said ring, wherein said heterocycle may be substituted or unsubstituted and wherein said heterocycle may be fused to an aromatic ring;
- R^3 is an electron-withdrawing moiety;
- 15 Z is an alkylene having at least 1 carbon, or an alkenylene or alkynylene each having at least 2 carbons, wherein said alkylene, alkenylene, or alkynylene may be substituted or unsubstituted; and
- n = zero or any integer.

21. A method of inhibiting MDM2 expression in a mammal, comprising administering an amount of a compound effective to inhibit said expression, said compound having the Formula (III):
- 20



III

where

Ar is aryl or heteroaryl, each of which may be substituted or unsubstituted;

5 R^4 is H, an amine protecting group, Z_n-OR^1 , Z_n-SR^1 , Z_n-NR^1 ,
 $Z_n-NR^1(C=O)R^1$, $Z_n-C=OR^1$, $Z_n-OC(=O)R^1$, $Z_n-C(=O)OR^1$, alkyl, allyl,
alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl,
alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or
 Z_n -heteroaryl, wherein said alkyl, allyl, alkenyl, alkynyl, heteroalkyl,
heteroallyl, heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy,
10 Z_n -cycloalkyl, Z_n -heterocycloalkyl, or Z_n -Ar or Z_n -heteroaryl may be
substituted or unsubstituted;

15 R^1 is H, alkyl, allyl, alkenyl, alkynyl, heteroalkyl, heteroallyl,
heteroalkenyl, heteroalkynyl, alkoxy, heteroalkoxy, Z_n -cycloalkyl,
 Z_n -heterocycloalkyl, Z_n -Ar or Z_n -heteroaryl, wherein said alkyl, allyl,
alkenyl, alkynyl, heteroalkyl, heteroallyl, heteroalkenyl, heteroalkynyl,
alkoxy, heteroalkoxy, Z_n -cycloalkyl, Z_n -heterocycloalkyl, Z_n -Ar or
 Z_n -heteroaryl may be substituted or unsubstituted;

20 Z is an alkylene having at least 1 carbon, or an alkenylene or
alkynylene each having at least 2 carbons, wherein said alkylene,
alkenylene, or alkynylene may be substituted or unsubstituted; and
n is zero or any integer.